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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

DATE FILED: 5/16/08

IN RE BARNES & NOBLE, INC.
SHAREHOLDERS DERIVATIVE
LITIGATION.

06-CV-6692 (RJS)

**STIPULATION AND ORDER
OF DISMISSAL WITH PREJUDICE**

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned attorneys for the parties, pursuant to Rules 23.1(c) and 41(a)(1)(A)(ii) of the Federal Rules of Civil Procedure, that in accordance with the Stipulation of Compromise and Settlement dated September 6, 2007 (the "Stipulation") and approved on May 5, 2008 by Justice Richard B. Lowe III in *Timothy Hill v. Matthew A. Berdon, et al.*, No. 06/602389 (N.Y. Sup. Ct.), this consolidated action is dismissed with prejudice, with each side to bear its own costs and attorneys' fees, except to the extent that the Stipulation provides for the payment of attorneys' fees and expenses.

Dated: New York, New York
May 13, 2008

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SO ORDERED

Dated:

5/15/08

RICHARD J. SULLIVAN
U.S.D.J.